

BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION

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Joint Application of PECO Energy Company :
and Public Service Electric and Gas Company :
for Approval of the Merger of Public Service :
Enterprise Group Incorporated with and into :
Exelon Corporation :

A-110550F0160

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PREHEARING ORDER #7

A telephonic further prehearing conference in this case was held on September 9, 2005. Present through counsel were: (1) PECO Energy Company (PECO) and Public Service Electric & Gas Company (PSE&G) (collectively, joint applicants); (2) the Office of Consumer Advocate (OCA); (3) the Office of Small Business Advocate (OSBA); (4) the Office of Trial Staff (OTS); (5) the Philadelphia Area Industrial Users Group (PAIEUG); (6) Citizens for Pennsylvania's Future, Joy Bergey and Lisa Z. Leighton (PennFuture parties); (7) Department of Environmental Protection (DEP); (8) Exelon Utility Coordinated Council, Locals 614 and 777 of the International Brotherhood of Electrical Workers and Frank Kuders (Labor Parties); (9) PPL Electric Utilities Corporation (PPL Electric), PPL EnergyPlus, LLC (PPL EnergyPlus), PPL Brunner Island, LLC, PPL Hollywood, LLC, PPL Martins Creek, LLC, PPL Montour, LLC, PPL University Park, LLC, Lower Mount Bethel Energy, LLC and PPL Susquehanna, LLC (collectively, PPL companies); (10) the City of Philadelphia (Philadelphia); (11) Metropolitan Edison Company (Met-Ed), Pennsylvania Electric Company (Penelec), Pennsylvania Power Company (Penn Power) and FirstEnergy Solutions, Corp. (FES) (FirstEnergy companies); (12) Action Alliance of Senior Citizens of Greater Philadelphia, Association of Community Organizations for Reform Now and Tenants' Action Group (Action Alliance et al.); (13) The Reinvestment Fund, through its Sustainable Development Fund (TRF/SDF); (14) Philadelphia Gas Works (PGW); (15) Pennsylvania State Senator Anthony H. Williams (Sen. Williams); (16) Retail Energy Supply Association (RESA); and (17) Direct Energy Services LLC (DES).

This Order discusses the procedural matters addressed at the prehearing conference.

1. The Motion for Admission Pro Hac Vice filed on September 2, 2005 by Jesse A. Dillon, Esq., on behalf of Megan H. Troy, Esq., was granted. Ms. Troy is therefore admitted pro hac vice to represent the PPL companies in this proceeding. In accordance with Pa. B.A.R. 301(a), Mr. Dillon remains counsel of record for the PPL companies.

2. As the result of settlement discussion among various parties, the hearings scheduled for September 12, 13, 15 and 16, 2005 were cancelled.

3. As a result of the partial settlement reached among certain of the parties, the following schedule was adopted:

Sept. 14, 2005	Filing of testimony and statements in support of the Joint Settlement Petition (by e-mail on the due date, and overnight mail)
Sept. 19, 2005	Filing of testimony and statements in opposition to the Joint Settlement Petition (by e-mail on the due date, and overnight mail)
Sept. 22, 2005	Filing of rebuttal to testimony in support of the Joint Settlement Petition (by e-mail on the due date, and overnight mail)
Sept. 22, 2005	Hearing: Market Concentration Issues (1) William Hieronymus (joint applicants) (2) John Morris (joint applicants) (3) Jack Crowley (joint applicants)
Sept. 23, 2005	Hearing: Market Concentration, Labor Issues (1) Paul Carpenter (PGW) (2) Joseph Kalt (PPL) (3) Frank Kuders (Labor) (4) John McGill (Labor) (5) John McDonald (joint applicants) (6) Ken Bowman (joint applicants)
Sept. 26, 2005	Hearing: City of Philadelphia, Directed Questions (1) Kent Miller (Philadelphia) (2) Tumar Alexander (Philadelphia) (3) Geraldine Brauckman (joint applicants) (4) Craig White (PGW) (5) Denis O'Brien (joint applicants) (6) William Arndt (joint applicants) (7) M. Bridget Reidy (joint applicants) (8) Todd Jirovec (joint applicants)

Sept. 27, 2005	If necessary
October 14, 2005	Main Briefs (e-mail and due in hand on this date)
October 21, 2005	Reply Briefs (e-mail and due in hand on this date)

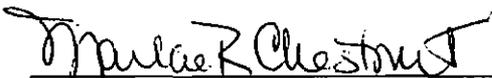
4. The testimony of witnesses for whom there is no anticipated cross-examination will be admitted by stipulation. Each party is directed to supply to me a listing of statements and exhibits that they propose to move into the record, other than for the witnesses who will be presented in accordance with the above schedule, on or before September 23, 2005.

5. Each party which intends to participate is directed to complete and return the attached witness listing. Please indicate for all witnesses, other than those you are sponsoring, your projected amount of cross-examination in accordance with the key (N, S, M or E) listed. Please return this to me by 10:00 p.m. on Wednesday, September 21, 2005.

Please note: Only those parties who comply with this Prehearing Order concerning this listing will be permitted to conduct cross-examination. I recognize that this is your good-faith best estimate.

6. All provisions of previously issued prehearing orders remain in effect, except those changed in this Order.

Date: September 12, 2005



 Marjane R. Chestnut
 Administrative Law Judge

A-110550F0160 - WITNESSES

WITNESS	P P E S C E & G	O T S	O C A	O S B A	P A I E U G	P G W	D E P	P F E N T U R E	P P L	L A B O R I E S	S W I N A L I A T O R M S	M E D T	A A C T I O N C E	T R F
William Hieronymus Joint Applicants														
John Morris Joint Applicants														
Jack Crowley Joint Applicants														
Paul Carpenter PGW														
Joseph Kalt PPL														
Frank Kuders Labor														
John McGill Labor														
John McDonald Joint Applicants														
Ken Bowman Joint Applicants														
Kent Miller Philadelphia														
Tumar Alexander Philadelphia														
Geraldine Brauckman Joint Applicants														
Craig White PGW														
Denis O'Brien Joint Applicants														
William Arndt Joint Applicants														
M. Bridget Reidy Joint Applicants														
Todd Jirovec Joint Applicants														

Key:

N = no cross-examination

M = moderate cross-examination (15-60 minutes)

S = slight cross-examination (15 minutes or less)

E = extensive cross-examination (more than 60 minutes)

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